

**IN THE UNITED STATES DISTRICT COURT FOR THE  
SOUTHERN DISTRICT OF MISSISSIPPI  
NORTHERN DIVISION**

**JIM HOOD, ATTORNEY GENERAL OF  
THE STATE OF MISSISSIPPI, ex rel.  
THE STATE OF MISSISSIPPI**

**PLAINTIFF**

**vs.**

**Civil Action No.: 3:15-cv-317-HTW-LRA**

**FRED CANNON, CHRISTOPHER A. ARTZER,  
ANDRE DITSCH, JOHN HACSKAYLO,  
DENNIS CUNEO, RALPH ALEXANDER,  
WILLIAM ROACH, GARY L. WHITLOCK,  
SAMIR KAUL, VINOD KHOSLA, VK SERVICES, LLC,  
KHOSLA VENTURES, LLC, KHOSLA VENTURES  
ASSOCIATES II, LLC, KHOSLA VENTURES II, L.P.,  
KHOSLA VENTURERS III, L.P., KFT TRUST,  
VINOD KHOSLA, TRUSTEE, KHOSLA VENTURES  
ASSOCIATES III, LLLC and VNK MANAGEMENT, LLC**

**DEFENDANTS**

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**DEFENDANTS RALPH ALEXANDER, GARY L. WHITLOCK,  
AND WILLIAM ROACH'S JOINDER IN RESPONSE OF DEFENDANTS TO  
PLAINTIFF'S SUPPLEMENTAL MEMORANDUM IN OPPOSITION TO MOTION TO  
TRANSFER VENUE TO DELAWARE BANKRUPTCY COURT**

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Defendants Ralph Alexander, Gary L. Whitlock, and William Roach (collectively the "Independent Director Defendants"), by and through the undersigned counsel, hereby notify the Honorable Court of their joinder in Response of Defendants Cannon, Artzer, Ditsch and Hacskaylo to Plaintiff's Supplemental Memorandum in Opposition to Motion to Transfer Venue to Delaware Bankruptcy Court filed on or about October 11, 2016 [dkt. #71].

Defendants Alexander, Whitlock, and Roach are not generally appearing in this matter by virtue of this Joinder, and all defenses and objections arising under all applicable rules of procedure and the Mississippi and United States Constitutions, including lack of personal jurisdiction and other defenses and objections enumerated in Fed. R. Civ. P. 9 and 12 and Miss. R. Civ. P. 9 and 12, are preserved and are not waived by virtue of this Joinder.

Subject to and without waiver of that preservation, the Independent Director Defendants join in the legal arguments made in the Response, and join in the request that the Court transfer this matter to the Delaware Bankruptcy Court for further proceedings.

**RESPECTFULLY** submitted this the 14<sup>th</sup> day of October, 2016.

**RALPH ALEXANDER, GARY L. WHITLOCK, AND  
WILLIAM ROACH, DEFENDANTS**

**/s/ Leah N. Ledford**  
**LEAH N. LEDFORD**

**OF COUNSEL:  
SCOTT, SULLIVAN, STREETMAN & FOX, P.C.**

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**CERTIFICATE OF SERVICE**

I hereby certify that I electronically filed the foregoing with the Clerk of Court by using the CM/ECF system which will send a Notice of Electronic Filing to all counsel of record that are registered with the Court's CM/ECF system.

**THIS** the 14<sup>th</sup> day of October, 2016.

**/s/ Leah N. Ledford**